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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PROFESSIONAL FIGHTERS LEAGUE, LLC,

Plaintiff,

-against-

TAKEOVER INDUSTRIES, INC. a/k/a NXT LVL,

Defendant.

X

: Civil Action No. 1:24-cv-01335

:

: **ANSWER TO PLAINTIFF'S
SECOND AMENDED
COMPLAINT**

:

:

:

X

Defendant TAKEOVER INDUSTRIES, INC., by and through their undersigned counsel of record, as and for their Answer to Plaintiff's ("Plaintiff" or the "PFL") Second Amended Complaint ("the Complaint"), responds as follows (the "Answer"). Defendant's investigation is preliminary and ongoing; Defendant reserves the right to amend or supplement its Answer.

PRELIMINARY STATEMENT

Except as otherwise expressly admitted in this Answer, Defendant denies each and every allegation in the Complaint. Defendant states that the headings and sub-headings throughout the Complaint do not constitute well-pleaded allegations of fact and therefore require no response. To the extent a response is deemed required, Defendant denies the allegations in the headings and sub-headings throughout the Complaint. To the extent Defendant uses terms in this Answer that are

defined in the Complaint, such use is not an acknowledgement or admission of any characterization Plaintiff may ascribe to such term(s). Defendant denies that Plaintiff is entitled to any of the relief sought in the Prayer for Relief set forth in the Complaint.

1. Defendant lacks knowledge or information sufficient to either admit or deny the allegations in Paragraph 1 and therefore denies the same.

2. Defendant denies that Takeover Industries, Inc., is a Nevada Limited Liability Company with the address stated, Defendant further denies the a/k/a classification of NXT LVL and its address listed.

JURISDICTION AND VENUE

3. Paragraph 3 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 3.

4. Defendant has insufficient knowledge to admit or deny Paragraph 4.

5. Defendant admits it is a corporation that was incorporated in the State of Nevada. Defendant denies the remainder of paragraph 5.

6. Paragraph 6 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 6.

7. Paragraph 7 contains legal conclusions for which no response is required. Defendant denies the allegations in Paragraph 7.

8. Paragraph 8 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 8.

FACTUAL BACKGROUND

9. Defendant admits the date of the Sponsorship Agreement and denies all the remaining allegations in Paragraph 9

10. Paragraph 10 contains legal conclusions for which no response is required. To the

extent a response is required, Defendant denies all allegations in Paragraph 10.

11. Paragraph 11 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 11.

12. Defendant Takeover admits to making a payment of \$108,500 and a subsequent payment of \$100,000 but denies all other allegations contained in Paragraph 12.

13. Defendant denies the allegations contained in Paragraph 13.

14. Defendant lacks knowledge or information sufficient to either admit or deny the allegations contained in Paragraph 14 and therefore denies the same.

FIRST COUNT
(Breach of Contract)

15. Defendant repeats and reiterates each and every response contained in paragraphs “1” through “14” of the Complaint, as if more fully set forth herein.

16. Defendant lacks knowledge or information sufficient to either admit or deny the allegations in Paragraph 16 and therefore denies the same.

17. Defendant denies the allegations in Paragraph 17.

18. Paragraph 18 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 18.

19. Paragraph 19 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies all allegations in Paragraph 19.

20. Defendant denies all allegations contained in Plaintiff’s prayer.

Dated: March 31, 2025

MORRIS LEGAL CORP

By: *Patrick Ryan Morris*

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